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# TRINITY INDUSTRIES LEASING COMPANY

*A Subsidiary of Trinity Industries, Inc.*



September 25, 1995

16017-276 YY, 22,  
AAA

1995 SEP 25 AM

Secretary  
Interstate Commerce Commission  
Twelfth Street & Constitution Avenue N.W.  
Washington, D.C. 20423  
Attention: Recordation, Room 2311

RE: Documents for Recordation  
Trinity Industries Leasing Company  
Equipment Trust (Series 7)

Dear Ladies and Gentlemen:

On behalf of Trinity Industries Leasing Company and in accordance with the provisions of Section 11303 of the Interstate Commerce Act, as revised, and Rules and Regulations of the Interstate Commerce Commission ("ICC") thereunder, enclosed herewith for filing and recordation are the following documents:

1. Two (2) executed originals of Tenth Supplement to Equipment Trust Agreement, a primary document, dated as of September 25, 1995, between Trinity Industries Leasing Company (the "Company") and NationsBank of Texas, N.A. (formerly NCNB Texas National Bank), as Trustee (the "Bank");
2. Two (2) executed originals of an Assignment, a primary document, dated September 25, 1995, between the Company ("Assignor") and the Bank, as Trustee ("Assignee");
3. Two (2) executed originals of a Bill of Sale, a secondary document, dated September 25, 1995, between the Company ("Seller") and the Bank, as Trustee ("Buyer"); and
4. Two (2) executed originals of a Bill of Sale, a secondary document, dated September 25, 1995, between the Bank, as Trustee ("Seller") and the Company ("Buyer").

The enclosed Tenth Supplement, Assignment and Bill of Sale referenced in paragraphs 1, 2 and 3, above, relate to the Equipment Trust Agreement dated as of November 4, 1988 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No 16017 on November 8, 1988, along with an Assignment and Bill of Sale under Recordation Nos. 16017-A and 16017-B, respectively; the First Supplement to Equipment Trust Agreement dated as of November 20, 1989 between the Company and the Bank, as

Adventures — Michael Peters

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Trustee, which was filed and recorded under Recordation No. 16017-I on November 29, 1989, along with an Assignment and Bill of Sale under Recordation Nos. 16017-H and 16017-J, respectively; the Second Supplement to Equipment Trust Agreement dated as of August 13, 1992 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-N on August 20, 1992 along with an Assignment and Bill of Sale under Recordation Nos. 16017-M and 16017-O, respectively; and the Third Supplement to Equipment Trust Agreement dated as of August 26, 1992 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-S on August 28, 1992 along with an Assignment and Bill of Sale under Recordation Nos. 16017-R and 16017-T; and the Fourth Supplement to Equipment Trust Agreement dated as of August 30, 1993 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-U on September 1, 1993, along with an Assignment and Bill of Sale under Recordation Nos. 16017-V and 16017-W, respectively; and the Fifth Supplement to Equipment Trust Agreement dated as of November 23, 1993 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-Y on November 24, 1993, along with an Assignment and Bill of Sale under Recordation Nos. 16017-Z and 16017-AA, respectively; and the Sixth Supplement to the Equipment Trust Agreement dated as of February 23, 1994, between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-CC on February 23, 1994, along with an Assignment and Bill of Sale under Recordation Nos. 16017-DD and 16017-GG, respectfully; and Correction Agreement to Sixth Supplement to Equipment Trust Agreement dated as of March 25, 1994, between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-HH on March 29, 1994, along with an Assignment and Bill of Sale under Recordation Nos. 16017-II and 16017-JJ, respectfully; the Seventh Supplement to Equipment Trust Agreement dated as of August 30, 1994, between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-LL on August 30, 1994, along with an Assignment and Bill of Sale under Recordation Nos. 16017-MM and 16017-NN; the Eighth Supplement to Equipment Trust Agreement dated as of September 23, 1994, between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-PP on September 28, 1994, along with an Assignment and Bill of Sale under Recordation Nos. 16017-QQ and 16017-RR, respectfully; and the Ninth Supplement to Equipment Trust Agreement dated as of March 17, 1995, between the Company and the Bank as Trustee, which was filed and recorded under Recordation No. 16017-TT on March 21, 1995, along with Assignment and Bill of Sale under Recordation Nos. 16017-UU and 16017-VV, respectfully.

The enclosed Bill of Sale referenced in paragraph 4, above, relates to 570 railcars and the lease thereof subject to the said Equipment Trust Agreement that were released from the Equipment Trust and assigned by the said Trustee to the Company.

We request that the Assignment be cross-indexed.

The address of Trinity Industries Leasing Company is 2000 Gardner Expressway, Quincy, Illinois 62306-0867, and the address of the Bank, the Trustee is 901 Main Street, Dallas, Texas 75202.

The railroad equipment covered by the Tenth Supplement to Equipment Trust Agreement is described in Exhibit A attached hereto. The foregoing railroad equipment consists solely of cars intended for use relating to interstate commerce.

Enclosed is our firm's check in the amount of \$84.00 to cover the recordation fee. (Such fee was determined on the basis that the Assignment is being filed concurrently with the Tenth Supplement to Equipment Trust Agreement).

You are hereby authorized to deliver any unneeded copies of the Tenth Supplement to Equipment Trust Agreement, the Assignment and the Bills of Sale, with the filing date noted thereon, following recordation thereof, to the representative of Washington Service Bureau who is delivering this letter and said enclosures to you.

A short summary of the documents appear in the index follows:

- (a) Primary Documents. (i) Tenth Supplement to Equipment Trust Agreement, a primary document, dated as of September 25, 1995, between the Company (as vendor and lessee), and the Bank, as Trustee, and covering Two Hundred and Fifty Five (255), and (ii) Assignment, a primary document, dated September 25, 1995, between the Company (as Assignor), and the Bank, as Trustee, and covering Two Hundred and Fifty Five (255).
- (b) Secondary Documents. Bill of Sale, a secondary document, dated September 25, 1995, between the Company (as Seller), and the Bank, as Trustee (as Buyer), and covering various railroad cars, and connected to the Tenth Supplement to Equipment Trust Agreement referred to in paragraph (a) above, and Bill of Sale, a secondary document, dated September 25, 1995, between the Bank, as Trustee (Seller) and the Company (Buyer), and covering various railroad cars, and connected to the Equipment Trust Agreement dated as of November 4, 1988 referred to above.

Very truly yours,



Alice D. Buchanan  
Paralegal

Enclosures

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TRINITY INDUSTRIES LEASING COMPANY (Series 7-10)

Equipment Trust, Series 7

Bill of Sale

THIS AGREEMENT, dated the 25th day of September, 1995, between Trinity Industries Leasing Company, a Delaware Corporation, (hereinafter called "Seller"), and NationsBank of Texas, N.A. (formerly known as NCNB Texas National Bank), a national banking association, as Trustee (hereinafter called "Buyer"), as contemplated by the Tenth Supplement to Equipment Trust Agreement dated as of September 25, 1995, supplementing and amending the Equipment Trust Agreement dated as of November 4, 1988 (the "Equipment Trust Agreement"), between Seller and Buyer.

WITNESSETH

That in consideration of \$10.00 in hand paid and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Seller does hereby sell, grant and convey to the Buyer, its successors and assigns, the following described equipment:

The Two Hundred and Fifty Five (255) described in Exhibit A and more particularly identified in Exhibit B and incorporated by reference herein (the "Equipment").

Seller hereby warrants that Seller has good and marketable title to the Equipment, that Seller's title to the Equipment is free from all liens and encumbrances (including any leasehold interests therein) other than the Existing Leases described in the attached Exhibit A, the Assignment of even date herewith between the Seller and Buyer and the rights of Seller under the Equipment Trust Agreement, and Seller further agrees to forever warrant and defend the title to the Equipment unto Buyer, its successors and assigns, against all lawful claims.

TRINITY INDUSTRIES LEASING COMPANY

By: K. W. Lewis

Senior Vice President

[SEAL]

ATTEST:

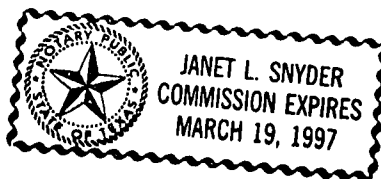
Neil D. Shoop  
Assistant Secretary

STATE OF TEXAS       §  
                                 §  
COUNTY OF DALLAS   §

On this 25<sup>th</sup> day of September, 1995 before me, personally appeared K. W. Lewis, to me personally known, who being by me duly sworn, says that he is the Senior Vice President of Trinity Industries Leasing Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, the said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Janet L. Snyder  
Signature of Notary Public

My Commission expires:  
3-19-97



## EXHIBIT A

1. Railroad Car Lease Agreement, dated May 17, 1979, between Trinity Industries Leasing Company and Cargill, Inc. covering the following described railroad cars (Partial Rider 18):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
60	5125 cu. ft. Lo Covered Hopper Cars	TILX 5286 - 5345

2. Railroad Car Lease Agreement, dated August 3, 1995, between Trinity Industries Leasing Company and Arcadian Fertilizer L.P. covering the following described railroad cars (Partial Rider 1):

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
28	18,372 Gal. 111A60W7 Tank Cars	TILX 200090 - 200117

3. Railroad Car Lease Agreement, dated August 30, 1995, between Trinity Industries Leasing Company and CSX Transportation, Inc., covering the following described railroad cars (Rider 1):

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
115	4000 cu. ft. Lo Hopper Cars	TILX 4000 - 4114

4. Railroad Car Net Lease Agreement, dated August 25, 1994, between Trinity Industries Leasing Company and Excel Railcar Corporation covering the following described railroad cars (Partial Rider 1):

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
14	2950 cu. ft. Lo Covered Hopper Cars	ERCX 9686 - 9699

## EXHIBIT A

(Continued)

5. Railroad Car Lease Agreement, dated June 24, 1992, between Trinity Industries Leasing Company and Windsor Chemicals, Inc. covering the following described railroad cars (Rider 3):

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
7	23,589 Gal. 111A100W1 Tank Cars	TILX 260812 - 260818

6. Railroad Car Net Lease Agreement, dated June 17, 1994, between Trinity Industries Leasing Company and Crystal Car Line, Inc. covering the following described railroad cars (Rider 3):

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
10	5125 cu ft. Lo Covered Hopper Cars	TILX 5275 - 5284

7. Railroad Car Lease Agreement, dated December 9, 1987, between Trinity Industries Leasing Company and National Starch & Chemical Corporation covering the following described railroad cars (Rider 4):

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
4	5125 cu. ft. Lo Covered Hopper Cars	TILX 5271 - 5274

8. Railroad Car Lease Agreement, dated July 11, 1991, between Trinity Industries Leasing Company and Celtran, Inc., a subsidiary of Hoechst Celanese Corporation covering the following described railroad cars (Rider 5):

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
1	5,125 cu. ft. Lo Covered Hopper Cars	TILX 5285

## EXHIBIT A

(Continued)

9. Railroad Car Lease Agreement, dated May 17, 1979 between Trinity Industries Leasing Company and Excel Corporation, a wholly-owned subsidiary of Cargill, Inc., covering the following described railroad cars (Partial Rider 20):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
14	25,498 Gal. 111A100W1 Tank Cars	TILX 16155 - 16168

10. Railroad Car Lease Agreement, dated July 1, 1987, between Trinity Industries Leasing Company and Union Carbide Chemicals and Plastics Company Inc., covering the following described railroad cars (Partial Rider 3):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
2	5,851 cu. ft. Lo Covered Hopper Cars	TILX 58020 - 58021



EXHIBIT B  
DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity</u>	<u>Initialed Car Numbers</u>	<u>Earliest Service</u>
60 Hopper Cars	Lo	5,125 cu. ft.	TILX 5286 - 5345	8/95
28 Tank Cars	111A60W7	18,372 Gal.	TILX 200090 - 200117	9/95
115 Hopper Cars	Lo	4,000 cu. ft.	TILX 4000 - 4114	9/95
14 Hopper Cars	Lo	2,950 cu. ft.	ERCX 9686 - 9699	1/95
7 Tank Cars	111A100W1	23,589 Gal.	TILX 260812 - 260818	2/95
10 Hopper Cars	Lo	5,125 cu. ft.	TILX 5275 - 5284	4/95
4 Hopper Cars	Lo	5,125 cu. ft.	TILX 5271 - 5274	3/95
1 Hopper Car	Lo	5,125 cu. ft.	TILX 5285	7/95
14 Tank Cars	111A100W1	25,498 Gal.	TILX 16155 - 16168	9/95
2 Hopper Cars	Lo	5,851 cu. ft.	TILX 58020 - 58021	12/88